

QUARTERLY REPORT ON CORPORATE GOVERNANCE

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **HLV LIMITED**
 2. Quarter ending - **30-Sep-2022**

i. Composition Of Board Of Director

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of Cessation	Tenure	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17 (1A) of Listing Regulations]	Date of passing special resolution	No. of Directorships in listed entities including this entity [in reference to Regulation 17A (1)]	No of Independent Directors in Audit/ Stakeholder Committee (s) including this entity [in reference to provision to regulation 17A (1)]	No of members in Audit/ Stakeholder Committee held in listed entities including this entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this entity	Membership in Committees of the Company	Remarks
Mr.	Vinay Kapadia	07958301	ABKPK1244K	ID, C & NED		07-Oct-2017	07-Oct-2017		60	19-Nov-1956	Yes	07-Nov-2018	06-Nov-2023	Disqualified under Section 164(2) of the Companies Act, 2013	Active	No		1	1	2	2	AC,SC,RC,NRC	Chairman & Independent Director.
Mr.	Vijay Sharma	00138852	ANUPS3458F	ID		09-May-2018	09-May-2018		60	08-Aug-1954	Yes	08-Nov-2018	07-Nov-2023	Disqualified under Section 164(2) of the Companies Act, 2013	Active	No		1	1	2	0	AC,SC,RC,NRC	
Ms.	Saija Nair	03623949	ADKPN3441K	ID		30-May-2018	30-May-2018		60	08-Dec-1972	No				No			1	1	2	0	AC,SC,NRC	

Mrs.	Madhu Nair	00011223	AACPN4316Q	NED		10-Feb-2020	21-Sep-2020			01-Nov-1961	No					No		1	0	0	0	NA	Not a member of any Committee
Mr.	Ashok Girdharidas Rajaraj	00267748	AABPR8408A	ID		30-Mar-2021	30-Mar-2021	60		30-Jun-1948	No					Yes	18-Aug-2021	1	1	0	0	NA	Not a member of any Committee
Ms.	Amruda Nair	06716791	ACP3PN3621F	NED		30-Mar-2021	18-Aug-2021			17-Oct-1982	No					No		2	1	3	0	AC,SC,RC,NRC	

Company Remarks	
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	No

ii. Composition of Committees

a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Vinay Kapadia	ID,C & NED	Chairperson	07-Oct-2017	
2	Vijay Sharma	ID	Member	09-May-2018	
3	Saija Nair	ID	Member	30-May-2018	
4	Amruda Nair	NED	Member	30-Mar-2021	

Company Remarks	Mr. Vinay Kapadia is an Independent Director.
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Vinay Kapadia	ID,C & NED	Chairperson	07-Oct-2017	
2	Vijay Sharma	ID	Member	09-May-2018	
3	Saija Nair	ID	Member	30-May-2018	
4	Amruda Nair	NED	Member	30-Mar-2021	

Company Remarks	Mr. Vinay Kapadia is an Independent Director.
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Vijay Sharma	ID	Chairperson	27-Oct-2021	
2	Vinay Kapadia	ID,C & NED	Member	27-Oct-2021	
3	Amruda Nair	NED	Member	27-Oct-2021	
4	Umesh Dombé	Chief Financial Officer	Member	27-Oct-2021	

Company Remarks	Mr. Vinay Kapadia is an Independent Director.
Whether Permanent chairperson appointed	Yes

d. Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Vinay Kapadia	ID,C & NED	Member	07-Oct-2017	
2	Vijay Sharma	ID	Chairperson	09-May-2018	
3	Saija Nair	ID	Member	30-May-2018	
4	Amruda Nair	NED	Member	30-Mar-2021	

Company Remarks	Mr. Vinay Kapadia is an Independent Director
Whether Permanent chairperson appointed	Yes

iii. Meeting of Board of Directors

Date(s) of meeting of the committee(s) in the previous quarter and in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present (All directors including Independent Director)	Number of Independent Directors present
27-May-2022	Yes	6	5	4
10-Aug-2022	Yes	6	4	3

Company Remarks	
Maximum gap between any two consecutive (in number of days)	74

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting of the committee(s) in the previous quarter and in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Total Number of Directors attended the meeting (All directors including Independent Director)	Number of Independent directors attending the meeting	Number of Members attending the Meeting (Other than Board of Directors)
Audit Committee	27-May-2022	Yes	4	3	3	0
Audit Committee	10-Aug-2022	Yes	4	3	3	0
Risk Management Committee	10-Aug-2022	Yes	4	2	2	1

Company Remarks	
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Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	74
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v. **Related Party Transactions**

Subject	Compliance status (Yes/No/NA)	Remark
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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VI. **Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) - **Yes**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- **Yes**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
 b. Any comments/observations/advice of Board of Directors may be mentioned here:

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Name : Savitri Yadav
Designation : Company Secretary & Compliance Officer

ANNEXURE III**Affirmations**

Broad Heading	Regulation Number	Compliance Status	Company Remark
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	

Note:

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Name : **Savitri Yadav**
Designation : **Company Secretary & Compliance Officer**

ANNEXURE IV

symbol	Company Name	Quarter Ended
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(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to

Aggregate amount advanced during six months				Balance outstanding at the end of six months			
<i>Promoter or any other entity controlled by them</i>	<i>Promoter Group or any other entity controlled by them</i>	<i>Directors (including relatives) or any other entity controlled by them</i>	<i>KMPs or any other entity controlled by them</i>	<i>Promoter or any other entity controlled by them</i>	<i>Promoter Group or any other entity controlled by them</i>	<i>Directors (including relatives) or any other entity controlled by them</i>	<i>KMPs or any other entity controlled by them</i>

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
<i>Promoter or any other entity controlled by them</i>			
<i>Promoter Group or any other entity controlled by them</i>			
<i>Directors (including relatives) or any other entity controlled by them</i>			
<i>KMPs or any other entity controlled by them</i>			

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of Security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
<i>Promoter or any other entity controlled by them</i>			
<i>Promoter Group or any other entity controlled by them</i>			
<i>Directors (including relatives) or any other entity controlled by them</i>			
<i>KMPs or any other entity controlled by them</i>			

(D) If the Listed Entity would like to provide any other information the same may be indicated here

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Affirmations

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company

Company Remarks in case of non-compliant status

The Company has not given any loans , guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them.

Name: Umesh Dombé
Designation: Chief Financial Officer
Place: Mumbai
Date: 12-Oct-2022